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July 15, 2005

VIA ELECTRONIC FILING

Mr. Vernon Williams, Secretary
Office the Secretary
Surface Transportation Board
1925 K Street, NW, Room 700
Washington, DC 20423-0001

**Re: New Haven National Rail Terminal Transportation Company, L.L.C. -
Lease and Operation Exemption - 3.5 Miles of Track in the Former
Cedar Hill Yard, New Haven and North Haven, Connecticut
Finance Docket No. FD-34690**

Dear Secretary Williams:

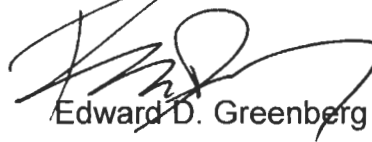
We represent the Providence and Worcester Rail Company ("P&W") which filed a Petition, on June 13, 2005, to reject the Notice of Exemption in the above-referenced proceeding.

We are in receipt of a letter from counsel for New Haven National Rail Terminal Transportation Company ("NHNRT"), dated July 11, 2005, indicating that his client met with CSX Transportation, Inc. ("CSXT") on June 29, 2005, to "discuss in detail the plans that NHNRT has for the Cedar [Hill] Yard property, CSXT's concerns regarding those plans, and related matters." P&W explained in its Petition to Reject that it also has a substantial interest in any activities that affect the future and operation of Cedar Hill Yard, which rights derive from existing trackage rights agreements, the Order of the Special Court created by the Regional Rail Reorganization Act of 1973, dated April 13, 1982, and the decision of Judge Sporkin, issued October 16, 1998 in *Providence and Worcester Railroad Company v. Consolidated Rail Corporation, CSX Corporation and CSX Transportation, Inc.*, Civil Action No. 982195 (D. DC).

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As it was not privy to the meeting on June 29, 2005, P&W is simply, by this letter, reminding CSXT and NHNRT of P&W's interest and position in this matter.

Very truly yours,



Edward D. Greenberg

EDG:kmd

cc: To All Parties Of Record (via Facsimile and U.S. Mail)
David M. Konschnik - (via Facsimile)